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SURFACE TRANSPORTATION BOARD

June 6, 2011

Chief, Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the locomotive lease agreement, as well as a memorandum of lease agreement and a schedule, all of which is dated February 15, 2011, a primary document under the Board's recordation regulations.

The name and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
14400 South Robey Street
Dixmoor, IL 60426

Lessee: SMS Rail Service, Inc.
P.O. Box 711
Bridgeport, New Jersey 08014
Attn: Mr. Brian Murray
General Manager

A description of the equipment covered by the Lease Agreement is as follows:

One B23-7, General Electric Four Axle Locomotive, bearing road # NREX 4211

A short summary of the document to appear in the index as follows:

"Addendum II to the Locomotive Lease Agreement and to the Addendum to the Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$41.00 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date-stamp and return an original copy after recordation to:

Darren Taylor
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely,

NATIONAL RAILWAY EQUIPMENT CO.

By: _____


Darren Taylor

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ADDENDUM II
to the LOCOMOTIVE LEASE AGREEMENT SURFACE TRANSPORTATION BOARD
and to the
ADDENDUM TO THE LOCOMOTIVE LEASE AGREEMENT,
BETWEEN
SMS RAIL SERVICE, INC.
AND NATIONAL RAILWAY EQUIPMENT CO.
(hereafter, the "Lease")

The parties to the Lease agree to extend such Lease and intend that Lease remain in effect, except as amended below. All terms and conditions in the Lease will remain in full force and effect, except as amended below.

This addendum amends the Lease as follows:

UNIT NO.	REPLACEMENT VALUE	LEASE TERM	LEASE RATE DAILY
NREX 4211	[REDACTED]	12 months	[REDACTED]

LESSOR:
NATIONAL RAILWAY EQUIPMENT CO.

By: James M. Wurtz, Jr
James M. Wurtz, Jr

LESSEE:
SMS RAIL SERVICE, INC.

By: Brian Murray
Brian Murray

STATE OF Illinois)
COUNTY OF Clark) SS.

On this 18th day of May, 2011, before me appeared James M. Wurtz, Jr., the person who signed this instrument who acknowledged that (s) he is the VP-Marketing of National Railway Equipment Co and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Susan Smentek

Notary Public

My Commission Expires:

9-4-11



STATE OF New Jersey)
COUNTY OF Gloucester) SS.

On this 20th day of May, 2011, before me appeared Brian Murray, the person who signed this instrument who acknowledged that (s) he is an officer of SMS Rail Service Inc and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Katherine A. Rowand

Notary Public

My Commission Expires:

April 6, 2015

Katherine A. Rowand
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 6, 2015